

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
SHERIDAN HOLDING COMPANY II, LLC, <i>et al.</i> , ¹	§	Case No. 19-35198 (MI)
	§	
Debtors.	§	(Jointly Administered)
	§	
	§	Re: Docket Nos. 205, 206

**NOTICE OF WITHDRAWAL OF ASSET SALE
ELECTION NOTICE AND SECOND AMENDED PLAN SUPPLEMENT**

PLEASE TAKE NOTICE that, on September 15, 2019, Sheridan Holding Company II, LLC and the other above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Court”).

PLEASE TAKE FURTHER NOTICE that, on September 15, 2019, the Debtors filed the *Debtors’ Joint Prepackaged Plan of Reorganized Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 10].

PLEASE TAKE FURTHER NOTICE that, on September 24, 2019, the Debtors filed the *Debtors’ Joint Prepackaged Plan of Reorganized Pursuant to Chapter 11 of the Bankruptcy Code (Technical Modifications)* [Docket No. 103] (as modified, amended, or supplemented from time to time, the “Plan”).²

PLEASE TAKE FURTHER NOTICE that, on October 24, 2019, the Debtors filed the *Notice of Filing Plan Supplement for the Debtors’ Joint Prepackaged Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code (Technical Modifications)* [Docket No. 192] (the “Original Plan Supplement”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Sheridan Holding Company II, LLC (7040); Sheridan Investment Partners II GP, LLC (8298); Sheridan Investment Partners II, L.P. (9405); Sheridan Production Partners II, LLC (8034); Sheridan Production Partners II-A, L.P. (8813); Sheridan Production Partners II-B, L.P. (9232); Sheridan Production Partners II-M, L.P. (9084); SPP II-B GP, LLC (8554); and SPP II-M GP, LLC (0488). The location of the Debtors’ service address is: 1360 Post Oak Blvd., Suite 2500, Houston, Texas 77056.

² Capitalized terms used but not defined in this Notice shall have the meanings ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE that, on October 28, 2019, the Debtors filed the *Notice of Filing of First Supplement to Plan Supplement* [Docket No. 196] (the “First Amended Plan Supplement”).

PLEASE TAKE FURTHER NOTICE that, on November 5, 2019, the Debtors filed the *Notice of Asset Sale Restructuring* [Docket No. 205] (the “Asset Sale Election Notice”).

PLEASE TAKE FURTHER NOTICE that, on November 5, 2019, the Debtors filed the *Notice of Filing of Second Supplement to Plan Supplement* [Docket No. 206] (the “Second Amended Plan Supplement,” and, together with the Original Plan Supplement and the First Amended Plan Supplement, the “Plan Supplement”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Asset Sale Election Notice, the Debtors reserved the right to withdraw the Asset Sale Election Notice at any time prior to confirmation of the Plan.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Plan Supplement, the Debtors reserved all rights, with the consent of any applicable counterparties to the extent required under the Plan and/or the RSA, to alter, amend, modify, or supplement the Plan Supplement and any of the documents contained therein in accordance with the terms of the Plan.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Plan, there was insufficient support from the Required Consenting Secured Lenders to proceed with the Asset Sale Restructuring.

PLEASE TAKE FURTHER NOTICE that, therefore, the Debtors hereby withdraw the Asset Sale Election Notice and the Second Amended Plan Supplement.

PLEASE TAKE FURTHER NOTICE that, a hearing to consider final approval of the adequacy of the disclosure statement and confirmation of the Plan will be held on **November 12, 2019 at 2:00 p.m. (prevailing Central Time)** before Judge Marvin Isgur, Courtroom No. 404, 515 Rusk Avenue, Houston, TX 77010.

PLEASE TAKE FURTHER NOTICE that this notice remains subject to Court approval and subject to further change and revision in all respects.

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Houston, Texas
November 9, 2019

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh (TX Bar No. 24062656)

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Certificate of Service

I certify that on November 9, 2019, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh